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MARVEL
SPIDERMAN
GROUP

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CODE
AUTHORITY

THE AMAZING SPIDERMAN

WEB OF
CARNAGE
PART 2 OF 4

MARK LARRY
ARTIST
PANTHER



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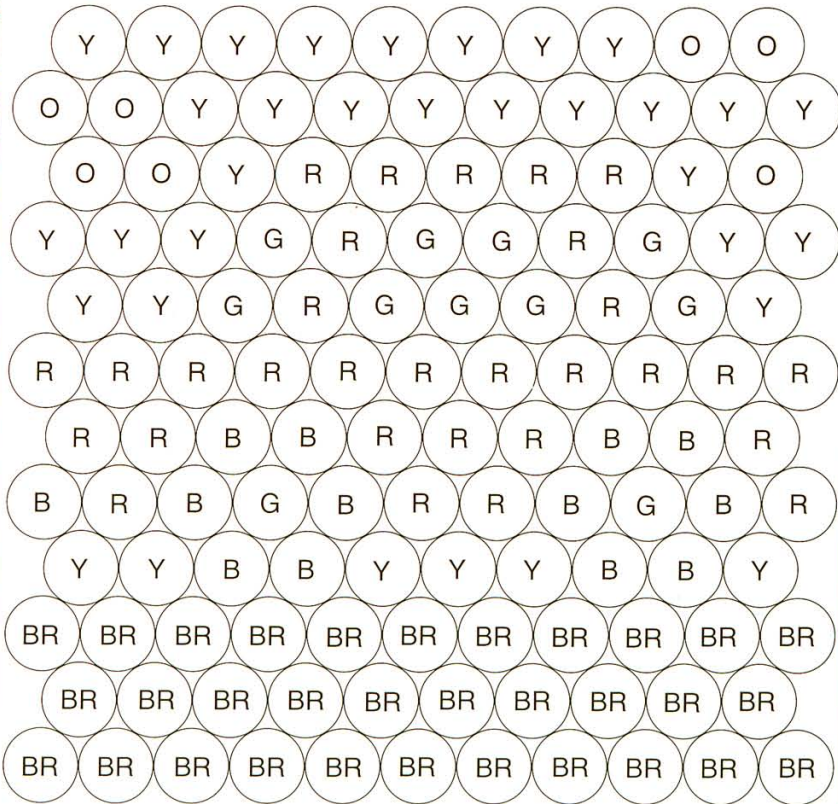
"WHAT DO YOU THINK IT IS?"



"I DON'T KNOW, BUT I BET IT GOES FAST."



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STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN!**
WEB OF CARNAGE
 PART 2 OF 4

AND NOW --
SPIDER-CARNAGE

My life is fraying around me **FASTER** than a motorcycle jacket splashed with battery acid!

Though I'm really **PETER PARKER**, I've been going by the name of **BEN REILLY** for the past five years.

Meanwhile, thinking he was the **REAL** me, the man in my arms has been using my **NAME** and living my **LIFE** during all this time.

Only recently did he find out he was actually **MY CLONE!**

Five years ago, Pete and I **FOUGHT** --

-- and he apparently left me for **DEAD** in a **Brooklyn smokestack!**

At least that's what we believed until a few hours ago, when we visited the **AVENGERS'** temporary base on **Long Island** --

-- and learned that the **SKELETON** in the body bag --

-- the one recently found in that very **SAME SMOKESTACK** --

-- is probably my **ORIGINAL CLONE!**

TOM DeFALCO WRITER
MARK BAGLEY PENCILER
LARRY MAHLSTEDT WITH RANDY EMBERLIN INKERS

BOB SHAREN COLORIST
MALIBU'S HUES SEPARATIONS
RICHARD STARKINGS AND **COMICRAFT** LETTERING
BOB BUDIANSKY EDITOR
BOB HARRAS ED. IN CHIEF

SEE SENSATIONAL SPIDER-MAN #5 FOR DETAILS -- BOB

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If that's true, what does that make PETER?

And, if that skeleton is the one who went chimney-diving, where was I?!

Unfortunately, such questions aren't my ONLY -- or even my most pressing -- PROBLEM!

Someone has taken to TERRORIZING the Manhattan streets by IMPERSONATING CARNAGE -- one of my deadliest enemies!

And then, I have a predicament of a far more PERSONAL nature...

HEEEY! THAT LOOKS LIKE SPIDER-MAN --!

FREEZE, YOU SICK GHOUL!

STOP OR I'LL SHOOT!

In order to TEST the skeleton --

-- I LIBERATED it from the city morgue!*

NOT a maneuver designed to increase my popularity among NEW YORK'S FINEST!

W-WATCH THE WILD ACROBATICS, PAL!

M-MY STOMACH CAN'T TAKE THOSE TRIPLE SOMER-SAULTS!

HITCH-HIKERS SHOULDN'T COMPLAIN, PETE!

IT'S NOT MY FAULT YOU LOST YOUR OWN SPIDER-POWERS!*

POINT TAKEN!

MAYBE YOU SHOULD WALK THE LAST FEW BLOCKS TO YOUR HOTEL.

GOOD IDEA!

AND WHEN I GET THERE, I'M CALLING YOUR BUDDY, SEWARD TRAINER, AT THE HOSPITAL.

SO SOON? HE JUST CAME OUT OF HIS COMA.

BETWEEN THE AVENGERS' RESULTS ON THE SKELETON, AND THE TEST WE RAN ON SEWARD'S EQUIPMENT SHOWING I WAS A CLONE --

-- MY LIFE'S BECOME ONE BIG QUESTION MARK!

AND I WANT SOME ANSWERS!

SUIT YOURSELF! MEANWHILE, I THINK NOW THAT WE'RE DONE TESTING IT. I'LL RETURN THIS THING, AND GET THE COPS OFF MY BUTT!

I WOULDN'T BE SO ANXIOUS TO GIVE IT BACK!

THE AUTHORITIES MIGHT HAVE WAYS OF TRACING ITS DNA TO YOU OR ME!

YOU REALLY THINK THAT'S POSS -- HEY! I JUST GOT A GREAT IDEA!

J. JONAH JAMESON PROMISED YOU A BIG BONUS IF YOU COULD PROVE I STOLE THIS THING... RIGHT?

PULL OUT YOUR CAMERA, PAL --

-- AND SNAP AWAY!

YOU SURE YOU WANT TO DO THIS?!

WHY NOT? I'M TAKING IT BACK, ANYWAY.

CONSIDER THIS A BABY SHOWER GIFT!

I'LL SEE YOU LATER, BUD!

YEAH...

...SURE!

POOR PETE! This unexpected revelation has really ROCKED his world!

MARY JANE is expecting their first child...and his whole IDENTITY has suddenly been thrown into dispute...AGAIN!

He must be SECOND-GUESSING himself like crazy!

All that he knows about himself could be a LIE!

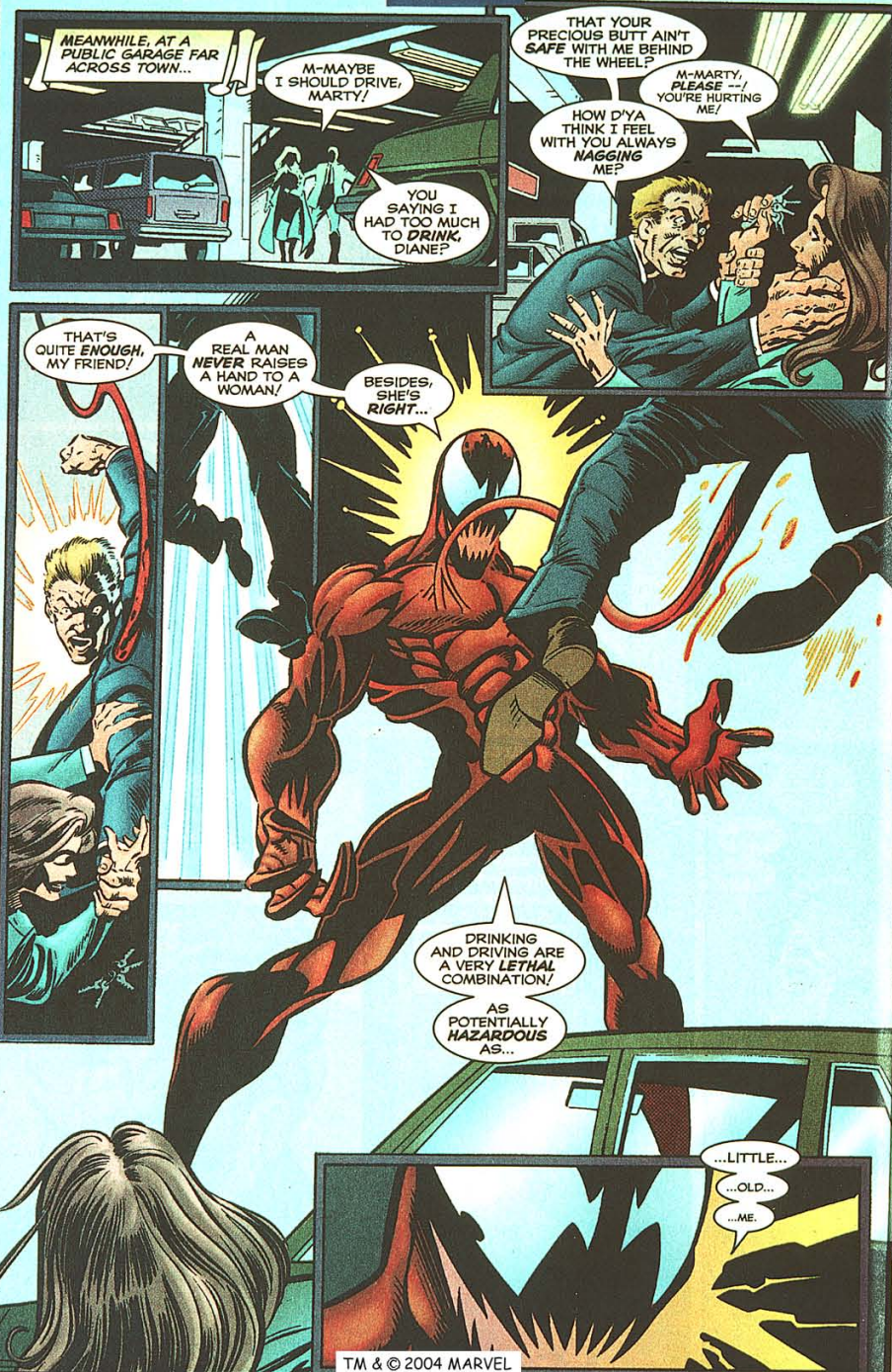
How can he possibly trust ANYTHING --

-- or ANYONE?!

IT HAPPENED IN SPIDER-MAN: THE FINAL ADVENTURE #2 -- Bob!

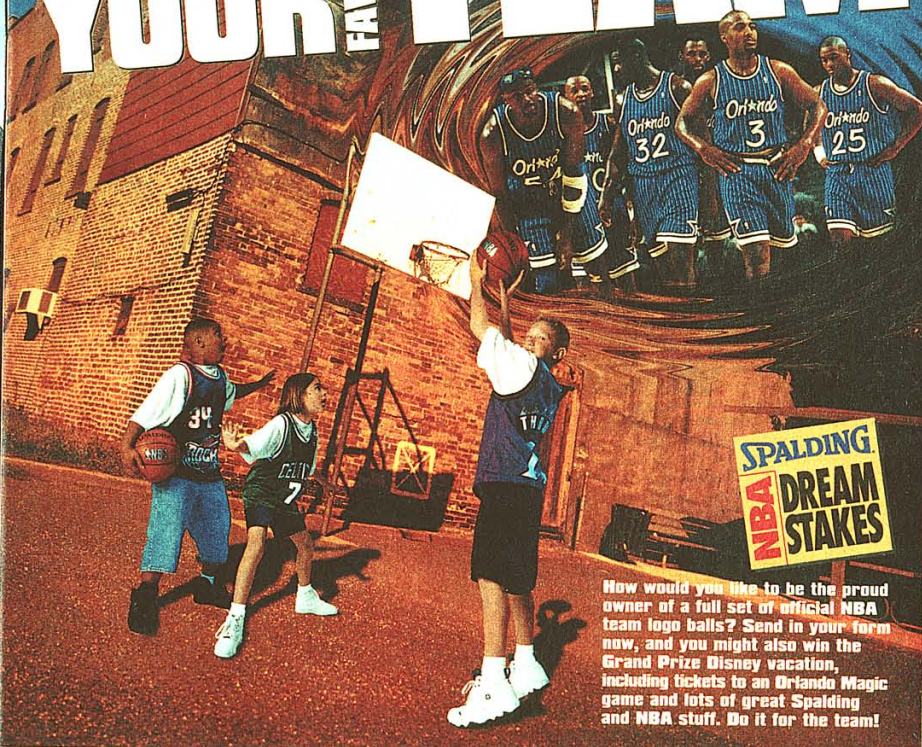
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How would you like to be the proud owner of a full set of official NBA team logo balls? Send in your form now, and you might also win the Grand Prize Disney vacation, including tickets to an Orlando Magic game and lots of great Spalding and NBA stuff. Do it for the team!

WHAT YOU COULD WIN: Grand Prize: Week-long Walt Disney World Resort® family vacation, 4 tickets to an Orlando Magic game, autographed Spalding NBA ball from Shaq and Hakeem, and more... 10 First Prizes: Spalding NBA game ball signed by Shaq and Hakeem. 25 Second Prizes: Full set of NBA team logo balls. 35 Third Prizes: Official NBA game ball. And Lots More!!!

TO ENTER: Fill out this official entry blank and mail it to: Spalding's NBA Dreamstakes
P.O. Box 1370, Young America, MN 55594-1370
Entries must be received by May 31, 1996.

Look for Spalding and official NBA gear at Wal-Mart, Sears, Target, Toys-R-Us, Champs, Service Merchandise and The Sports Authority.

Name _____
Address _____
City _____ State _____
Zip _____ Phone (____) _____

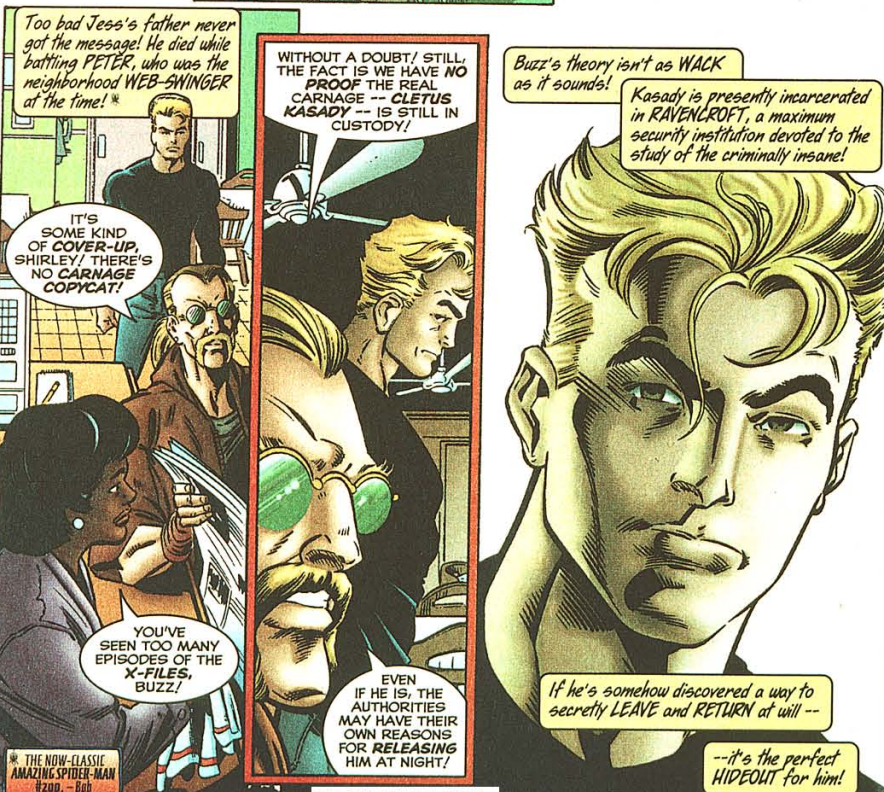
NO PURCHASE NECESSARY.
2) To Enter: Complete the official entry form by hand or hand print your name, complete address and zip code (P.O. Box addresses are not acceptable) on a 3" x 5" card and mail to a stamped envelope to SPALDING'S NBA DREAMSTAKES, P.O. Box 1370, Young America, MN 55594-1370. Enter as often as you wish, but each entry must be a separate, stamped envelope and mailed separately via first class mail. No copies, facsimiles or mechanical reproductions will be accepted. Not responsible for lost, late, damaged, misdirected, illegible or postage due mail or returns. Entries must be received no later than May 31, 1996. By participating, entrants agree to these Official Rules.
3) Drawing: Winners will be selected in a random drawing held on or about June 14, 1996 from all eligible entries received by an independent judging organization whose decisions are final and binding in all matters relating to this sweepstakes. Winners will be notified by mail.
4) Prizes: One (1) Grand Prize: Family vacation for four to The Walt Disney World Resort® in Orlando, Florida. Prize consists of (4) round trip coach air transportation from major commercial airport nearest winner's residence; (6) nights, one room (based on double occupancy); (11) length-of-stay admission passports and meals; four tickets to an Orlando Magic regular season home game (date of game determined by sponsor); NBA game ball during the 1996-1997 NBA regular season. Blackout periods and other restrictions may apply. Expenses not stated are solely the responsibility of the winner. Approximate retail value (ARV) of prize not to exceed \$10,000. Ten (10) First Prizes: Official NBA game ball signed by Shaq & Hakeem. ARV \$25. Twenty-five (25) Second Prizes: Full set of NBA team logo balls. ARV \$200. Twenty-five (25) Third Prizes: NBA game ball. ARV \$30. Fifty (50) Fourth Prizes: NBA game ball. ARV \$40. Fifty (50) Fifth Prizes: NBA game ball. ARV \$20. Fifty (50) Sixth Prizes: NBA game ball. ARV \$10. Fifty (50) Seventh Prizes: NBA game ball. ARV \$5. Total approximate retail value of all prizes \$21,200. Odds of winning a prize depend on number of eligible entries received.
5) General Conditions: Sweepstakes open to legal U.S. residents. Employees and immediate families and those living in their same household of Spalding Sports Worldwide, NBA Properties, Inc., The Walt Disney Company, and any of their affiliates, parents, subsidiaries, advertising and promotion agencies are not eligible. Prize winners may be required to sign and return an affidavit of eligibility and liability release and where legal a publicity release within 14 days of notification or prize may be awarded to alternate winner. If prize winner is a minor, prize will be awarded to winner's parent or legal guardian who must sign and return affidavit and release. Travel companion of Grand Prize winner must complete affidavit of liability release and where legal, a publicity release prior to issuance of travel documents. If Grand Prize winner is a female must be accompanied on vacation by parent or legal guardian. Void where prohibited.
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6) Winners List: For a list of prize winners available after July 15, 1996, send a self-addressed stamped envelope for receipt by July 15, 1996 to SPALDING'S NBA DREAMSTAKES WINNERS LIST, P.O. Box 3002, Young America, MN 55558-3002.
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SPALDING

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He died during MAXIMUM CLONAGE...or did he?

THE RETURN OF Kaine!

Now Kaine returns to the Spider-Man titles, in a four-part saga that stretches across the four core Spider-books. Not even death could stop this mockery of a man from continuing his tortured existence!

SO WHO EXACTLY IS THIS MYSTERIOUS MAN?

This much we know: Kaine was the very first clone of Peter Parker created by the Jackal. Shortly after his creation, he began to show signs of clone degeneration -- a genetic flaw that laid his physical form to waste. Jackal rejected Kaine as a failed experiment and cast him out into a world that could never understand or accept him.

Learning early on in his existence that the Peter Parker who was to eventually marry Mary Jane was also a clone, Kaine came to look upon Peter like a beloved brother -- though circumstances prevented them from meeting until very recently. However, Kaine had no such feelings of affection for the man who years ago took the name Ben Reilly in the mistaken belief that he was a clone of Peter. All along Kaine knew the truth that Ben has only recently learned for himself -- Ben is the real Peter Parker. And Kaine hated Ben for that, for being something that Kaine could never be. And so for years Kaine has dogged almost every step Ben has taken, determined to keep Ben away from New York City and the life that Kaine's "brother" was building for himself there as Peter Parker and Spider-Man.

As an imperfect clone of Peter Parker, Kaine also inherited Spider-Man's amazing spider-powers -- but with a twist. In addition to super-strength, speed and agility, Kaine has the ability to burn his handprints into any surface -- an extreme version of Spider-Man's ability to cling to surfaces, and one that leaves what has come to be known as the "Mark of Kaine"! His adhesion powers combined with his great strength also allow him to pull down a wall by merely placing the palms of his hands on it and pulling. And as a more extreme version of the spider-sense, Kaine experiences precognitive flashes that allow him to glimpse into the future. But he could not foresee his own apparent death several months ago, nor his eventual resurrection!

Now, Kaine has been brought back to life to become an unwilling participant in the Great Game, a super-powered competition that could grant him the chance to become a normal human being if he wins. And all he has to do to win is kill Spider-Man, who just happens to also be... Ben Reilly! Don't miss any of the excitement as the Kaine/Ben Reilly feud begins anew!

BOB'S BOX

You wouldn't know January is the coldest month of the year from the way things are heating up in the Spider-Man Group!

With the discovery of a skeleton that could be the key to unlocking new secrets about Spidey, the return of the calamitous clone known as Kaine and a new love interest in Ben Reilly's life, you'd think we'd have more than enough excitement to squeeze into the Spidey books this month. But nooooo!

There's more. Anybody in the mood for the return of Peter Parker?

Was that a resounding "yes"? Well then, check out SPIDER-MAN #64 and SPECTACULAR SPIDER-MAN #232, 'cause Mary Jane's main squeeze is back! (Actually, if you've been following the SPIDER-MAN: THE FINAL ADVENTURE limited series, which concludes this month, you know Peter never really left!)

Bob
BOB BUDIANSKY,
Editor in Chief, Spider-Man Group

ON SALE THIS MONTH

SENSATIONAL SPIDER-MAN #2

THE RETURN OF Kaine -- Part 2 of 4: Continued from SPECTACULAR SPIDER-MAN #50. A skeleton is pulled from the rubble of a certain smogstack. Could it be -- Spider-Man? By Jurgens/Janson

AMAZING SPIDER-MAN #409

THE RETURN OF Kaine -- Part 3 of 4: Spider-Man wants to throw Kaine in jail -- but first the web-slinger has to go through Rhino, Lizard and Puma to get him! By DeFalco/Bentley/Malhotra

SPIDER-MAN #66

THE RETURN OF Kaine -- Part 4 of 4: The life of Spider-Man is the price Kaine must pay if he's going to win a normal life for himself! By Mackie/Romita, Jr./Williamson

SPECTACULAR SPIDER-MAN #232

Is the new love of Spider-Man's life also the greatest threat to his secret identity? By Dezafo/Buscema/Palmiotti

GREEN GOBLIN #6

The Green Goblin faces Daredevil! Also: the debut of the super-villain called Purgel! By DeFalco/McDaniel

NEW WARRIORS #69

As the reality of Timeslip's visions come crashing down, the Warriors find themselves besieged by the revived Spider -- in a battle predestined to end with the death of Speedball! By Skolnick/Zircher/Pepoy

UNTOLD TALES OF SPIDER-MAN #7

Electro returns, in a major way! But how does it all fit in with young Peter Parker's visit to the optometrist? Plus: Peter's classmates hatch a scheme that could mean the end of Spider-Man! By Busiek/Oliffe/Vey & Eklund

SPIDER-MAN TEAM-UP #2

Spider-Man catches a cosmic wave with none other than the Silver Surfer! Featuring the vile villainy of the Mad Thinker and a surprise super-villain! By Stern/Perez/Grindberg/Anderson

SPIDER-MAN: THE FINAL ADVENTURE #4 (of 4)

The landmark limited series concludes! Peter Parker faces Lizard and Dymov for the last time -- and a major turning point that will change his and Mary Jane's life forever! By Nicieza/Robertson/Albrecht

VENOM: ALONG CAME A SPIDER #3 (of 4)

The blood feud between Venom and Spider-Man continues, with Eddie Brock's ex-wife caught in the middle! By Hama/S.L. Pierre/McKenra

AMAZING FANTASY #18

Concluding this special look at Spider-Man's earliest days! Witness a turning point that decided the young Spider-Man's future -- he had the power, but would he accept the responsibility? By Busiek/Lee





RAVENCROFT INSTITUTE...

KASADY HASN'T LEFT HIS CELL, DETECTIVE TREVANE.

CAN YOU PROVE IT, COLONEL JAMESON?

ALL OF OUR INMATES ARE MONITORED AND VIDEOTAPED TWENTY-FOUR HOURS A DAY BY STATE-OF-THE-ART EQUIPMENT.

PLUS: WE ALWAYS HAVE A TWO-MAN TEAM -- LIKE ME AND DICKERSON HERE -- WATCHING THE STORE!

CAN YOU GET ME DUPES OF KASADY'S TAPES FOR THE LAST TWO WEEKS?

NO PROBLEM...

"BUT I HOPE YOU DON'T BORE EASY. ENTERTAINING, THEY'RE NOT!"



KASADY GET'S HIS CARNAGE-POWERS FROM SOME KIND OF ALIEN SYMBIOTE!

HOW DO YOU KEEP IT FROM BREAKING LOOSE?

HIS CELL IS CONSTRUCTED OF AN ARTIFICIAL ALLOY WHICH HAS A TENSILE STRENGTH TOUGHER THAN TITANIUM STEEL!

JUST TO BE SAFE, WE DOUBLE-LAYERED THE FLOOR, CEILING AND ALL THE WALLS --

--AND WE PUMP A LETHAL DOSE OF MICROWAVES BETWEEN THE LAYERS -- JUST ENOUGH TO KEEP THE SYMBIOTE FROM ATTEMPTING TO ESCAPE!

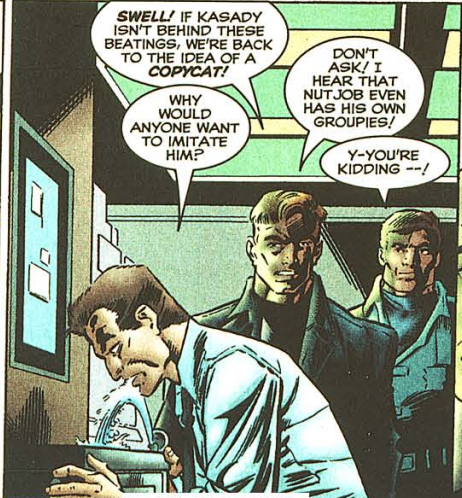
SWELL! IF KASADY ISN'T BEHIND THESE BEATINGS, WE'RE BACK TO THE IDEA OF A COPYCAT!

WHY WOULD ANYONE WANT TO IMITATE HIM?

DON'T ASK! I HEAR THAT NUTJOB EVEN HAS HIS OWN GROUPIES!

Y-YOU'RE KIDDING --!

NO LIE! YOU'D BE SURPRISED HOW LOW SOME PEOPLE CAN SINK!



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HOURS LATER...
NEED A RIDE, DICKERSON?

I'D APPRECIATE ONE, COLONEL!

Funny how some people still refer to JOHN JAMESON by his old military rank.

To some, he's a famous ex-astronaut!

To me, he's just a guy I've SAVED on occasion --

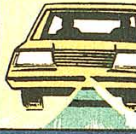
-- and the son of my single greatest source of aggravation, jolly J. JONAH JAMESON!

My SPIDER-SENSE has suddenly started tingling --!

I came to Ravencroft to test Buzz's theory --

-- if Carnage is slipping out at night...

...I'll soon learn HOW!



I trail Beavis and Butt-Head back to Manhattan, and then...

THANKS FOR THE LIFT, COLONEL!

CATCH YOU TOMORROW FOR ANOTHER FOUR-TO-TWELVE!

I'm not close enough to get a reliable spider-buzz when they split up...

From past conversations, I know Pete has grown quite CLOSE to the junior Jameson in the last few years. He TRUSTS him.

So I stick with the OTHER guy!

He leads me on a merry cross-town chase --



However, the muffled sounds of MUSIC --

-- that eventually climaxes at a building that appears to be ABANDONED!

-- and PARTY CHATTER --

-- quickly DISPEL that illusion!

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PUTTING THE **CHARACTER** BACK IN COMICS

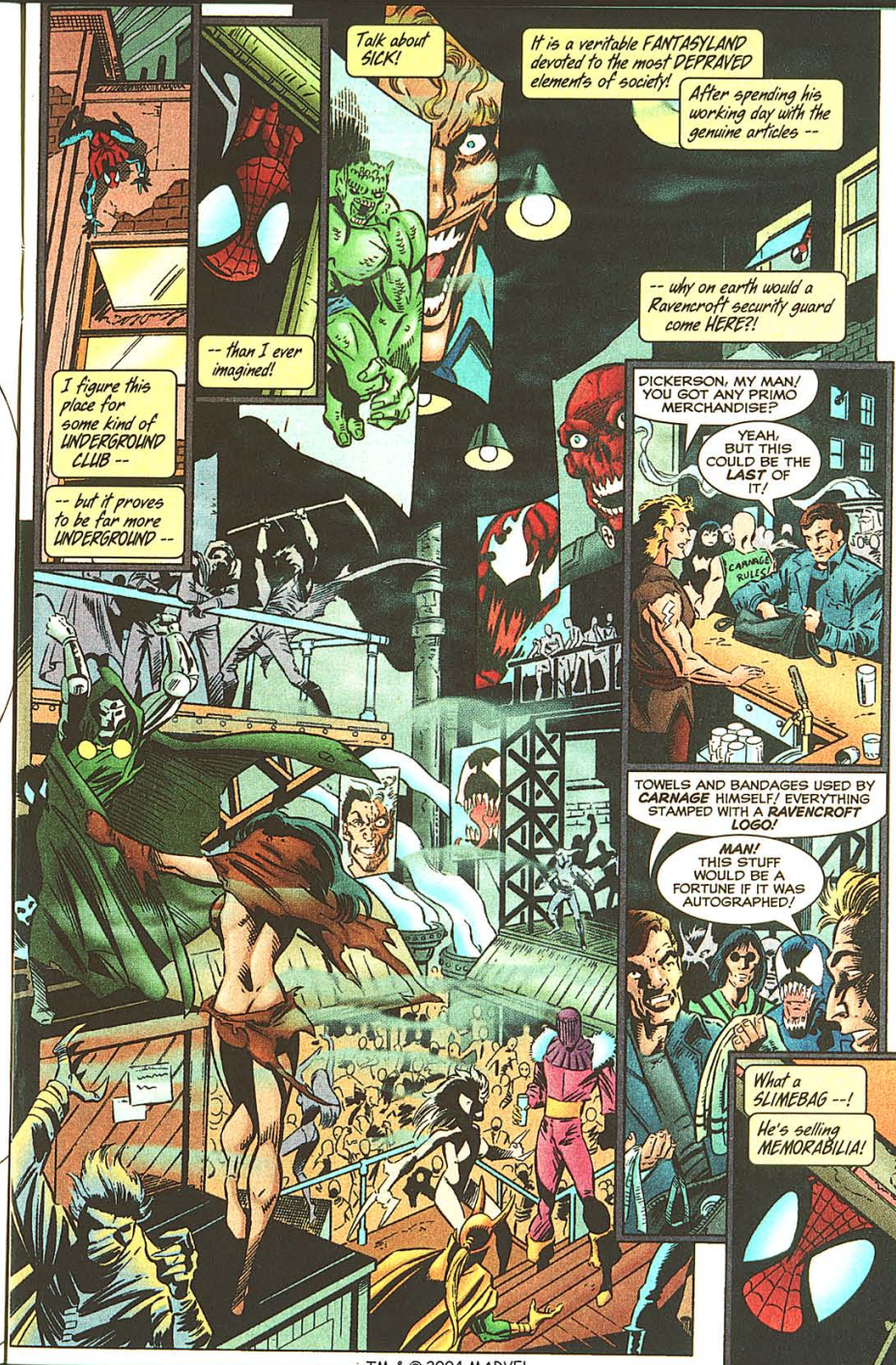
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DAREDEVIL



I know all about your hidden guns. I know your knives before they're ever pulled. I know your arsenic lies before they squirm free from your sweaty lips. I know all this and I'm not afraid. You may have escaped the law, but you won't escape me. The man without fear is back.

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Talk about
SICK!

It is a veritable **FANTASYLAND**
devoted to the most **DEPRAVED**
elements of society!

After spending his
working day with the
genuine articles --

-- why on earth would a
Ravencroft security guard
come **HERE?**!

I figure this
place for
some kind of
UNDERGROUND
CLUB --

-- but it proves
to be far more
UNDERGROUND --

-- than I ever
imagined!

DICKERSON, MY MAN!
YOU GOT ANY PRIMO
MERCHANDISE?

YEAH,
BUT THIS
COULD BE THE
LAST OF
IT!

CARNAGE
RULES

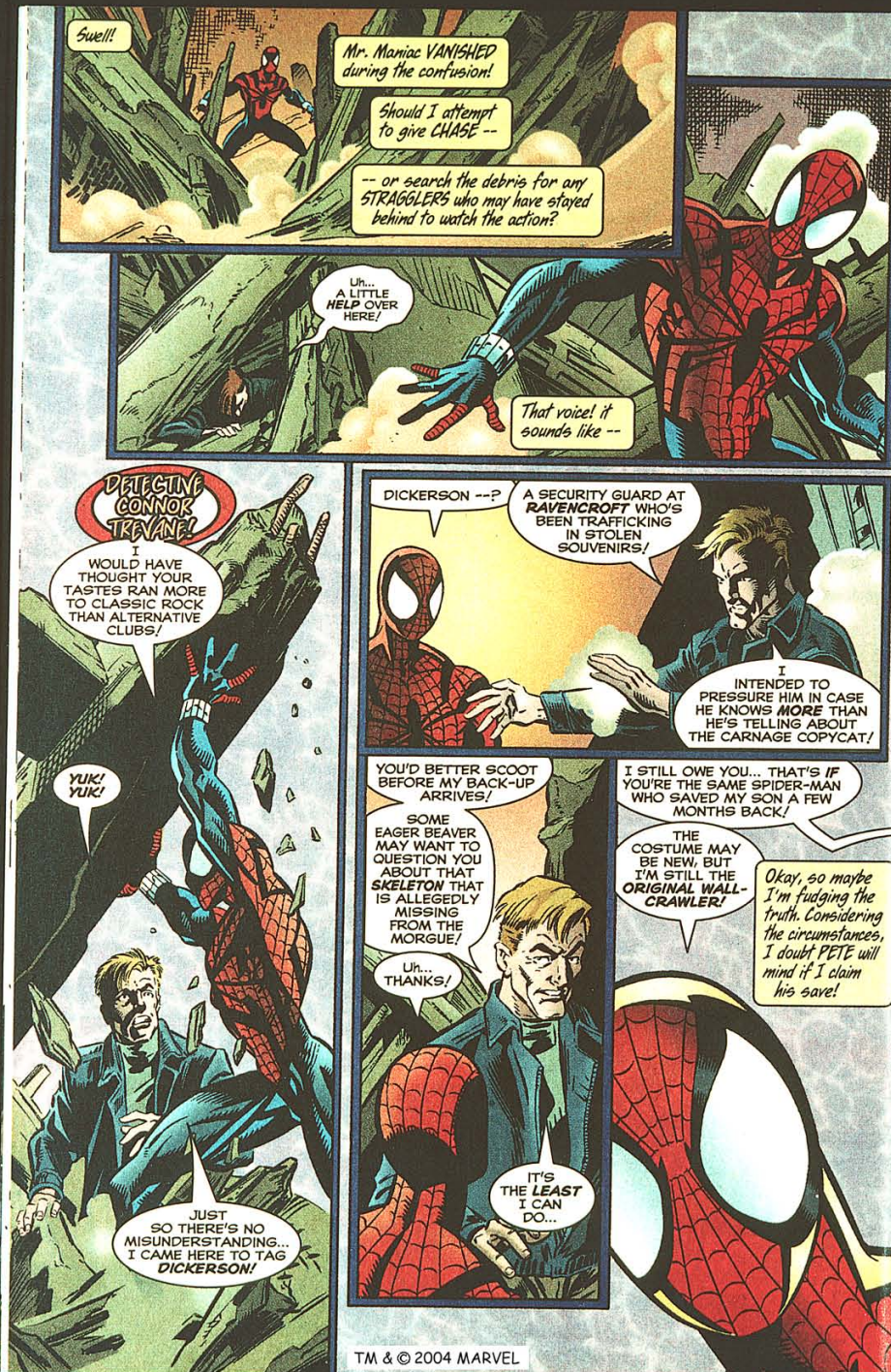
TOWELS AND BANDAGES USED BY
CARNAGE HIMSELF! EVERYTHING
STAMPED WITH A **RAVENCROFT**
LOGO!

MAN!
THIS STUFF
WOULD BE A
FORTUNE IF IT WAS
AUTOGRAPHED!

What a
SLIMEBAG --!
He's selling
MEMORABILIA!

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SO HOT It's Practically Radioactive!

New Spider-Man Pasta

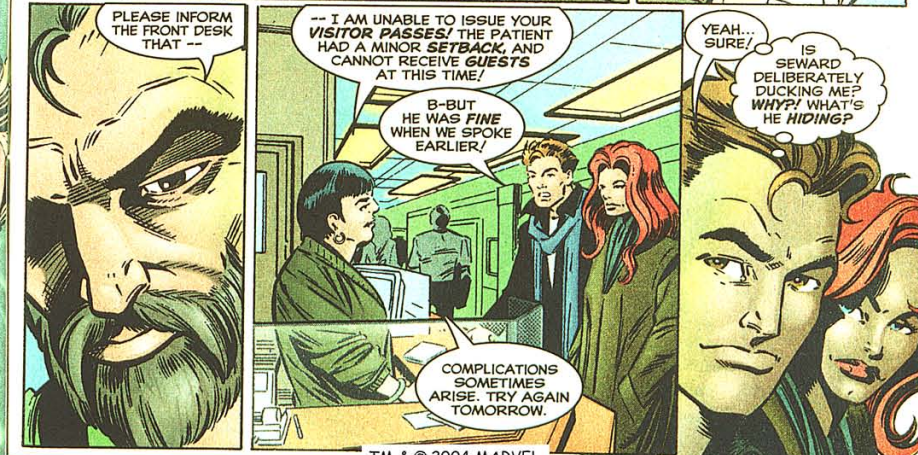
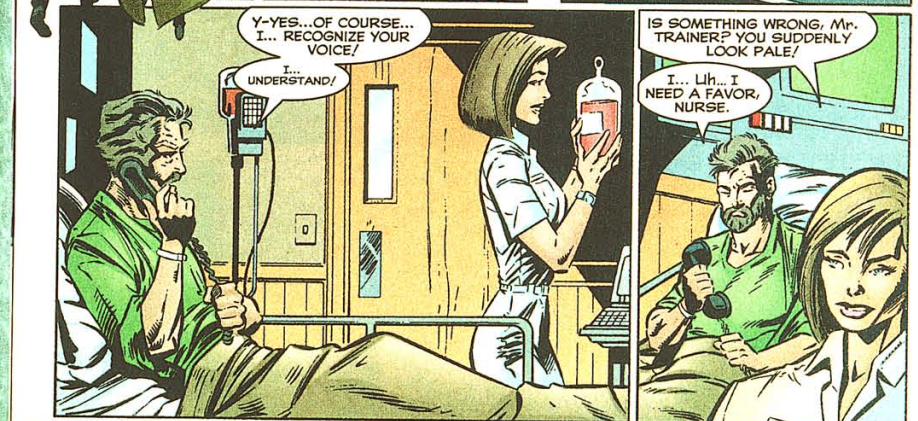
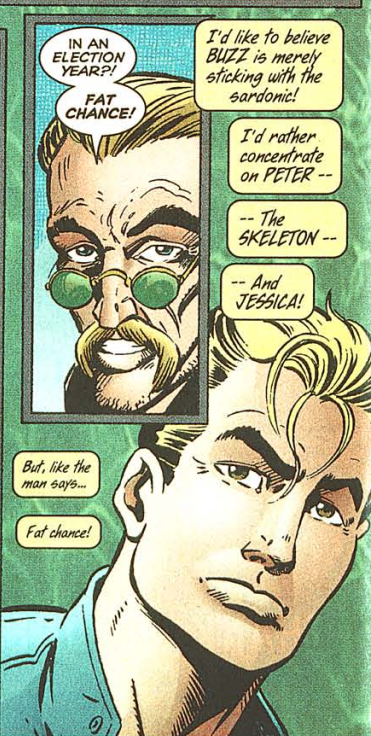
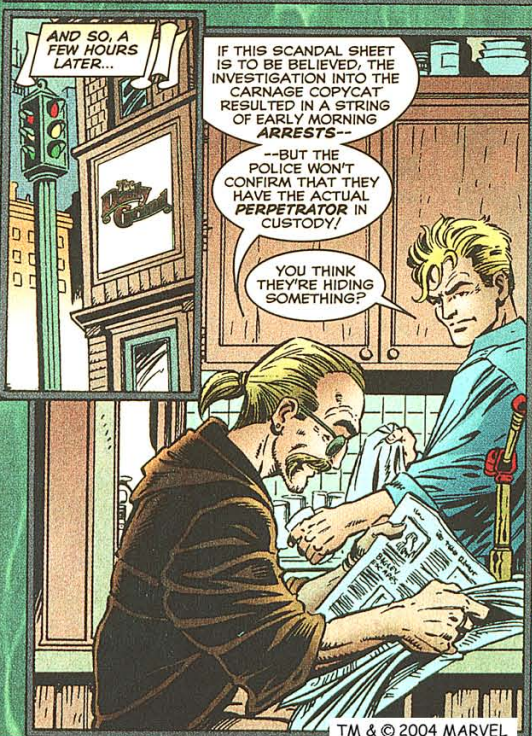
Get your spidey taste buds tingling with new Spider-Man Pasta from Chef Boyardee. Totally webbed out Spider-Man pasta shapes smothered in secret sauce. It's the hottest lunch going.

Chef BOYARDEE

THANK GOODNESS FOR CHEF BOYARDEE.

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SOMETIME LATER...

ALMOST MIDNIGHT, AND OUR BOY IS AT IT, AGAIN!

I WAS SORRY TO HEAR ABOUT DICKERSON!

YEAH... YOU THINK YOU KNOW SOMEONE ---! THANKS FOR TAKING HIS SHIFT AT THE LAST MOMENT, PHIL.

There's Jameson!

Right on schedule!

THE OVERTIME WILL COME IN HANDY. YOU CAN LEAVE WHENEVER YOU WANT. I SEE STEVENS HEADING DOWN THE HALLWAY.

Peter would freak if he knew I was dogging his bud!

TOUGH!

I had a hunch that the Carnage-like character I ran into last night was somehow connected to RAVENCROFT --

-- and, from the way my spider-sense is buzzing, I may have hit the JACKPOT!

I've gotta get to the bottom of this mystery so that I can devote myself to figuring out where I stand with JESSICA --

-- And to healing the RIFT that seems to be growing between me and Pete over Seward Trainer!

I trust Seward implicitly...

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WHOA!

WHAT THE?!

Somehow... the Carnage symbiote has taken over Jameson!

YOU'VE BEEN VERY CARELESS, WEB-MAN!

I SPOTTED YOU IN MY REAR-VIEW MIRROR!

YOU REALLY SHOULD BE MORE CAUTIOUS!

IN YOUR BUSINESS, SUCH LAPSES COULD CERTAINLY PROVE FATAL... TO YOU --

NO! LEAVE THOSE PEOPLE ALONE! THIS IS STRICTLY BETWEEN YOU AND ME, JAMESON!

-- OR THOSE YOU SEEK TO PROTECT!

IT'S CARNAGE!

WRONG-O! YOU ARE NOT MY TRUE ENEMY!

YOU ARE NOT THE SPIDERY SPECTER WHO HAUNTS THE DREAMS OF KASADY!

ARE YOU MY SCARLET FRIEN UGNN!

W-WE'RE ALL GONNA DIE!

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- ☐ FAC X-Factor
- ☐ XFO X-Force
- ☐ MAN X-Man
- ☐ MEN X-Men

Spider-Man

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- ☐ GOB Green Goblin
- ☐ NWR New Warriors
- ☐ SSM The Sensational Spider-Man
- ☐ PPK The Spectacular Spider-Man
- ☐ SPI Spider-Man

The Edge

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- ☐ DDC Doctor Strange
- ☐ GHR Ghost Rider
- ☐ INC Incredible Hulk
- ☐ PNS The Punisher

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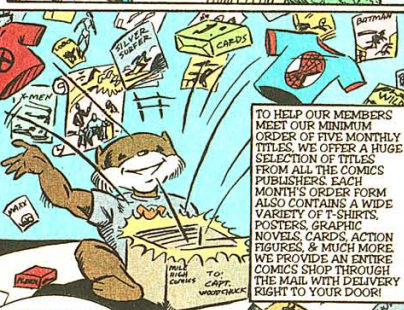
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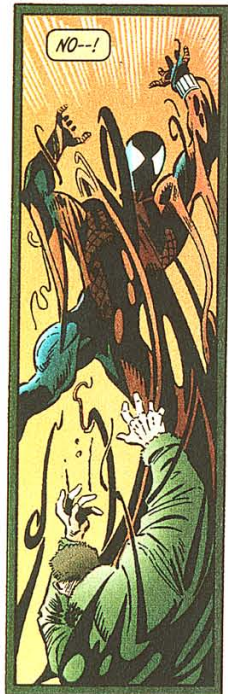
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--U-UNTIL
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Oh, my god!

NO--!



NO--!

NO--!



NOOO--!



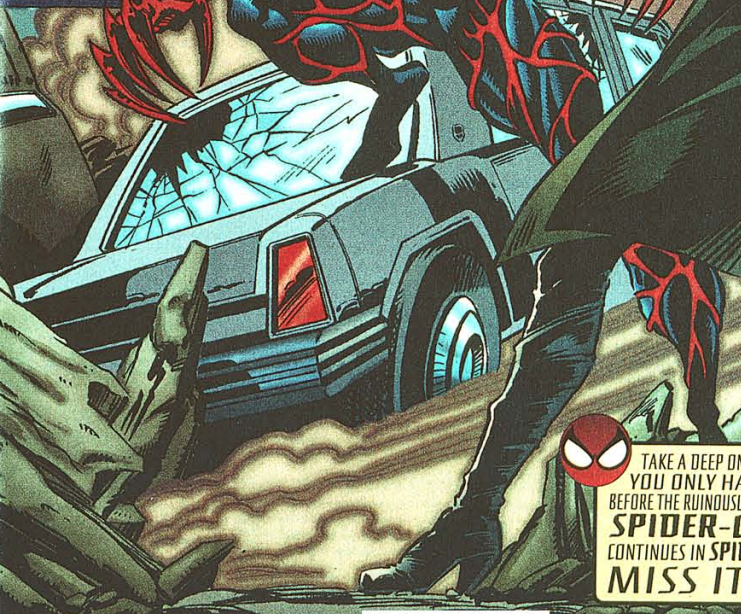
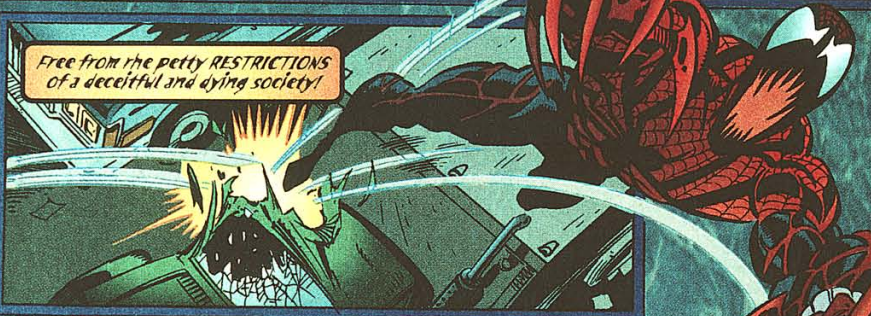
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I am reborn in
BLOOD and AGONY!

I am remade into the
BRINGER OF DEATH and
DESTRUCTION!

CHAOS is my
only love--

And
CARNAGE
is my name!



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BOB BLIDANSKY Editor
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Correspondents: If you don't want your full address printed, please let us know.

Dear Web-Heads:

Regarding AMAZING SPIDER-MAN #406. Simply put: Freakin' great! The new — and hopefully improved — Dr. Octopus is quite a stunner, and makes an imposing figure, to boot. She is definitely not a woman to take lightly or hit on in a bar, unless of course you have a death wish. I look forward to seeing more of her and learning more about her origin, especially since Seward Trainer appears to be a big part of it!

However, the most powerful moment was seeing Peter and MJ get to feel the baby move. The look in their eyes said it all. For them and for us. J.M. DeMatteis has always been able to create feelings and tender moments in comics extremely well. Here he successfully turned a sublime scene of dinner and dancing into a powerful moment of greatness, of hope, and of love. I'm really going to miss J.M.'s writing in this book, but I'm looking forward to picking up his DAREDEVIL and DR. STRANGE.

Still, Tom DeFalco, who I understand is coming aboard next issue, is no party-waist himself. He can kick some great stories around too, as his work on FANTASTIC FOUR and THUNDERSTRIKE have proven. I hope that he keeps the same level of emotion, characterization, and goodness to our favorite webhead.

A. Jaye Williams
 London, Ontario
 NW 127 CANADA

We think that Tom D. (who says his waist is his own business, thank you) is doing a fine job at balancing slam-bang action and subtle characterization in his spider-tales, Jaye. We hope you agree.

And you weren't the only one impressed with and curious about the new Doc Ock! Read on...

Dear Spider's Web:

I've been collecting comics for about five years now, and I've never missed an issue of the Spider-Man comics. They just keep getting better and better! The Scarlet Spider is an excellent character and I want to thank everyone who puts him on the comic shelves everywhere.

I just read ASM #406 and am thrilled at the appearance of a new Doctor Octopus! She seems to be a much more formidable opponent than the original, with that incredible force field. Does the Scarlet Spider really stand a chance? Definitely! I just want to see how I'll be coming out at my local comic shop... until "The Greatest Responsibility, part two" arrives!

Anthony Trombillo
 604 Liberty Road
 Solon, OH 44139

And we hope that part two lived up to your expectations, Anthony. Let us know what you think of the current earth-shaking developments!

Dear Websters:

Hmm... Issue #406. Clever, J.M. DeMatteis.

Two, count 'em, two Spider-guys. A female Doc Ock. Good work by Sharen on the splash page. Medina's pencils? Adequate, over all.

Spending a lot of spare time at our computer, are we? Don't know about this exploration of the biological matter/virtual reality interface... all a bit nebulous. So Rolly body surfs the net at the story's beginning as an excuse for some action. Okay, okay. And Mary Jane in trimester three is able to waddle her way to the particular rooftop where Spidey is stuck and thinking? No small task.

But the virtual reality bomb... yes, clever. And our rooftop romance scene... yep, we've seen it a couple of times before, but still a good touch. Apparently, the old Spidey is going to turn into Mr. Settling Down guy while Ben takes over the obligatory rough duties.

Andy Henman
 328A Jackson Place
 Honolulu, HI 96819

So, tell us, Andy... did you like the issue? We aren't really sure. (Oh, and who said Mary Jane couldn't have taken a cab to follow her husband's rooftop-hopping trail? "Waddling," indeed...)

Dear Spider's Web:

AMAZING #406 was superb! The new Doctor Octopus — you guys really outdid yourselves this time. The cover was smashing, and Angel Medina did a great job filling in for Mark Bagley. It's about time you started showing signs of MJ's pregnancy. Speaking of which, when is she going to have the baby?

Anyway, the new Doc Ock seems in every way superior to the old one. I hope you'll start dropping hints here and there about her origin, her organization, and her connection with Octavius. In closing, I'd like to say that it was a brilliant idea to turn over the Spidey titles to the Scarlet Spider. I just hope you don't turn him into the same old Spider-Man when it's all over.

Matthew Billings
 104 Tucker Circle
 Monticello, GA 31066

Well, Matthew, the guy who was the Scarlet Spider is now Spider-Man... but we think his adventures are anything but the same old same old! And we think you'll agree!

We learned a bit more about the new Doc Ock and her organization in the SCARLET SPIDER months' storylines... though a lot has yet to be revealed.

Dear Spider's Web:

AMAZING SPIDER-MAN #406 was well worth the wait. I really wasn't looking forward to a new Doctor Octopus. When I heard that the Doc was going to be a woman, I was devastated. Marvel is taking another classic super-villain and slapping a big old sex change on him. I thought, But, as usual, Marvel took me by surprise. Young Ms. Trainer is truly a foe to be reckoned with. One question: Otto Octavius's mechanical arms were fused to his body. How on Earth is she managing to keep her extra arms on? If she's wearing a body harness as Otto did, she has a heckuva way of hiding it! I'm hoping to see an origin story for the new Doc in the near future.

Richard J. Engelman
 Church Street
 Gilberton, PA 17334

The new Doc Ock's arms are attached to a small power source mounted on her back, with no bulky harness necessary. It's that modern technology, everything's more compact!

Dear Spider's Web:

I'm speechless. This issue was phenomenal in every way! J.M. DeMatteis never ceases to dazzle us with his wondrous writing! Angel Medina's guest art was striking, serving as an appetizer for what we can expect when he becomes the artist for THE INCREDIBLE HULK very soon.

Wow! I love the new Doctor Octopus! She's hot! And yet, cold, too! I'm confident that this new Doc will carry on the tentacle tradition with honor! She's just been introduced, and she's already a winner in my book!

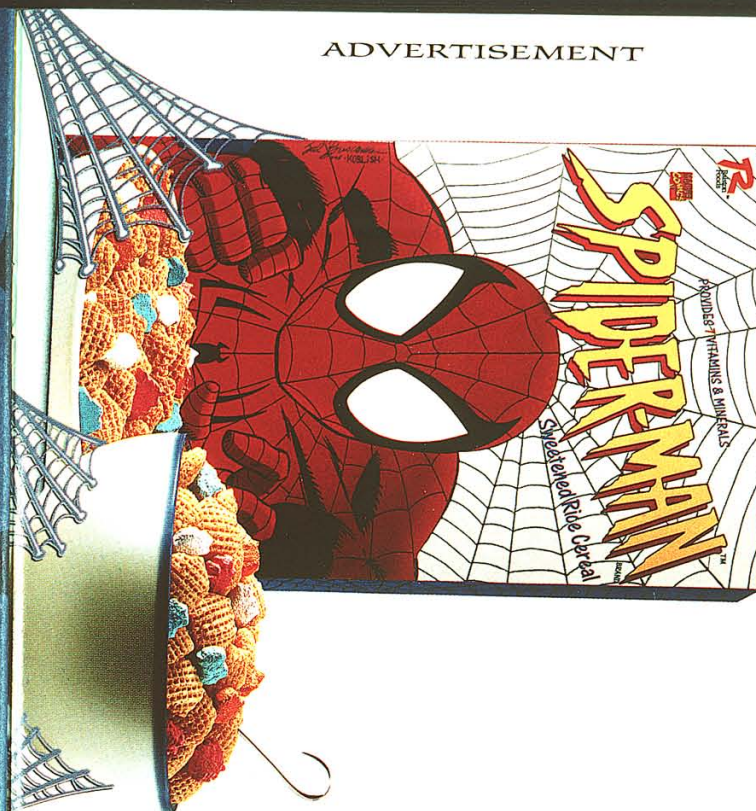
As for MJ's pregnancy, it's apparent that she wants a girl, and Peter wants a boy. With that in mind, why not combine the best of both worlds and give them twins?

Tony Martinez
 6041 California Avenue
 Chicago, IL 60629

Thanks from the whole team, Tony! We hope you've been catching Angel's breathtaking work in the pages of HULK!

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It's part two of "Blood Brothers!" Ben and Peter's lives are both coming apart at the seams, and they have no clue who's responsible! But finding out the truth becomes vital when a powerless Peter Parker runs into the menace called... *Eel 12!*



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Helped Tim with speech. Told him to pick a topic he enjoys. Tim picked mountain bikes. We had a bowl of my delicious cereal. Took Tim his favorite cereal, Cap'n Crunch. He's not sure about giving a speech to his class. Sent blue suit to cleaners. Tim's speech is getting better. Got him to imagine his audience in their underwear. So he wouldn't be so nervous. Brought Tim 2 more boxes of crunch. He loves that sweet crunch taste! Tim can't wait to give speech. Maybe all he needed was to crunch up his confidence. Cleaned my room. Have to stop eating my cereal in bed. Tim's speech was terrific! Got an A+! Class I knew he could do it. Weekend! Time to go to national speed box race!

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